

GREENBRIER
LEASING COMPANY LLC

RECORDATION NO. 30324 **FRED**

AUG 03 '12 -4 37 PM

SURFACE TRANSPORTATION BOARD

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

August 2, 2012

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are one (1) original and four (4) photocopies of a Memorandum of Schedule No. 1 dated as of December 1, 2011, 2012, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: CARBO Ceramics Inc.
1880 Dent Road
Toomsboro, GA 31090

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 3,250 c.f. capacity covered hopper railcars, marked and numbered within the series AOKX 492447 to AOKX 495056 (previously marked AOK), as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
August 2, 2012
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE NO. 1 TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

CARBO CERAMICS INC. ("LESSEE")

EFFECTIVE AS OF OCTOBER 1, 2011

SCHEDULE NO. 1

EFFECTIVE AS OF DECEMBER 1, 2011

Memorandum of Schedule No. 1 effective as of December 1, 2011 to a Lease Agreement dated effective as of October 1, 2011 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and CARBO Ceramics Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) 3,250 cubic foot capacity covered hopper railcars, bearing marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Larry Stanley

TITLE: Sr. Vice President

LESSEE:

CARBO CERAMICS INC.

BY: 

NAME: Ernesto Bautista III

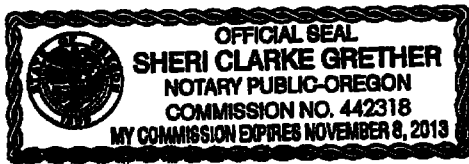
TITLE: Chief Financial Officer

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 24th day of July, 2012, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that ~~s/he~~ is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~s/he~~ acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF TEXAS

)
) ss.
)

COUNTY OF HARRIS

On this 17 day of July, 2012, before me personally appeared Ernesto Bautista III, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of CARBO Ceramics Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Louisa Tufty
NOTARY PUBLIC
My commission expires: 01-25-2014



EXHIBIT A

RAIL EQUIPMENT LIST

Prior Mark	Prior Number	New Mark	New Number
AOK	492447	AOKX	492447
AOK	492483	AOKX	492483
AOK	492496	AOKX	492496
AOK	492501	AOKX	492501
AOK	492535	AOKX	492535
AOK	492554	AOKX	492554
AOK	492587	AOKX	492587
AOK	492595	AOKX	492595
AOK	492652	AOKX	492652
AOK	492673	AOKX	492673
AOK	492701	AOKX	492701
AOK	492725	AOKX	492725
AOK	492726	AOKX	492726
AOK	492727	AOKX	492727
AOK	492737	AOKX	492737
AOK	492766	AOKX	492766
AOK	492769	AOKX	492769
AOK	492796	AOKX	492796
AOK	492804	AOKX	492804
AOK	492806	AOKX	492806
AOK	492824	AOKX	492824
AOK	492828	AOKX	492828
AOK	492831	AOKX	492831
AOK	492849	AOKX	492849
AOK	492855	AOKX	492855
AOK	492870	AOKX	492870
AOK	492875	AOKX	492875
AOK	492880	AOKX	492880
AOK	492881	AOKX	492881
AOK	492884	AOKX	492884
AOK	492892	AOKX	492892
AOK	492893	AOKX	492893
AOK	492907	AOKX	492907
AOK	492908	AOKX	492908
AOK	492909	AOKX	492909

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	492912	AOKX	492912
AOK	492913	AOKX	492913
AOK	492914	AOKX	492914
AOK	492929	AOKX	492929
AOK	492930	AOKX	492930
AOK	492934	AOKX	492934
AOK	492948	AOKX	492948
AOK	492955	AOKX	492955
AOK	492973	AOKX	492973
AOK	492974	AOKX	492974
AOK	492984	AOKX	492984
AOK	492988	AOKX	492988
AOK	492992	AOKX	492992
AOK	493022	AOKX	493022
AOK	493023	AOKX	493023
AOK	493024	AOKX	493024
AOK	493025	AOKX	493025
AOK	493028	AOKX	493028
AOK	493039	AOKX	493039
AOK	493040	AOKX	493040
AOK	493052	AOKX	493052
AOK	493056	AOKX	493056
AOK	493079	AOKX	493079
AOK	493093	AOKX	493093
AOK	493095	AOKX	493095
AOK	493103	AOKX	493103
AOK	493106	AOKX	493106
AOK	493107	AOKX	493107
AOK	493120	AOKX	493120
AOK	494151	AOKX	494151
AOK	494176	AOKX	494176
AOK	494184	AOKX	494184
AOK	494186	AOKX	494186
AOK	494188	AOKX	494188
AOK	494189	AOKX	494189

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	494190	AOKX	494190
AOK	494193	AOKX	494193
AOK	494195	AOKX	494195
AOK	494292	AOKX	494292
AOK	494301	AOKX	494301
AOK	494306	AOKX	494306
AOK	494308	AOKX	494308
AOK	494311	AOKX	494311
AOK	494313	AOKX	494313
AOK	494314	AOKX	494314
AOK	494320	AOKX	494320
AOK	494322	AOKX	494322
AOK	494334	AOKX	494334
AOK	494337	AOKX	494337
AOK	494338	AOKX	494338
AOK	494357	AOKX	494357
AOK	494360	AOKX	494360
AOK	494363	AOKX	494363
AOK	494373	AOKX	494373
AOK	494376	AOKX	494376
AOK	494380	AOKX	494380
AOK	494382	AOKX	494382
AOK	494385	AOKX	494385
AOK	494388	AOKX	494388
AOK	494390	AOKX	494390
AOK	494392	AOKX	494392
AOK	494396	AOKX	494396
AOK	495050	AOKX	495050
AOK	495051	AOKX	495051
AOK	495056	AOKX	495056
		Total	100 Cars